

# EXHIBIT 1

## Schreiber, Carey

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**From:** Kanoff, Justin <Justin.Kanoff@weil.com>  
**Sent:** Friday, May 6, 2022 10:36 AM  
**To:** Schreiber, Carey; Marcus, Jacqueline  
**Cc:** jbrooks@abramsonbrooks.com; Holtzer, Gary; Goren, Matthew; EvergreenRxWeilAssociates  
**Subject:** RE: All Year  
**Attachments:** AYH Form NDA-98612719-v2.docx

Hi Carey,

Attached please find a draft of the Company's form NDA.

Let us know of any questions or comments.

Best,  
Justin



**Justin Kanoff**

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New York, NY 10153  
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+1 212 310 8521 Direct  
+1 646 420 0585 Mobile

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**From:** Schreiber, Carey <CSchreiber@winston.com>  
**Sent:** Friday, May 6, 2022 6:53 AM  
**To:** Marcus, Jacqueline <jacqueline.marcus@weil.com>  
**Cc:** jbrooks@abramsonbrooks.com; Holtzer, Gary <gary.holtzer@weil.com>; Goren, Matthew <matthew.goren@weil.com>; EvergreenRxWeilAssociates <EvergreenRxWeilAssociates@weil.com>  
**Subject:** RE: All Year

Good morning. Just following up to see when we can expect a draft of the NDA. We'd like to get access as soon as possible.

Thanks,  
Carey

**Carey D. Schreiber**

**Partner**

Winston & Strawn LLP  
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**From:** Marcus, Jacqueline <[jacqueline.marcus@weil.com](mailto:jacqueline.marcus@weil.com)>

**Sent:** Thursday, May 5, 2022 11:27 AM

**To:** Schreiber, Carey <[CSchreiber@winston.com](mailto:CSchreiber@winston.com)>

**Cc:** [jbrooks@abramsonbrooks.com](mailto:jbrooks@abramsonbrooks.com); Holtzer, Gary <[gary.holtzer@weil.com](mailto:gary.holtzer@weil.com)>; Goren, Matthew <[matthew.goren@weil.com](mailto:matthew.goren@weil.com)>; EvergreenRxWeilAssociates <[EvergreenRxWeilAssociates@weil.com](mailto:EvergreenRxWeilAssociates@weil.com)>

**Subject:** Re: All Year

Let's talk at 11:30. I'll send a dial in.

On May 5, 2022, at 10:56 AM, Schreiber, Carey <[CSchreiber@winston.com](mailto:CSchreiber@winston.com)> wrote:

Sorry, but I've booked up a little in between. I have 15 minutes at 11:30. Then I am tied up until 3.

**Carey D. Schreiber**

**Partner**

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**From:** Marcus, Jacqueline <[jacqueline.marcus@weil.com](mailto:jacqueline.marcus@weil.com)>

**Sent:** Thursday, May 5, 2022 10:50 AM

**To:** Schreiber, Carey <[CSchreiber@winston.com](mailto:CSchreiber@winston.com)>

**Cc:** [jbrooks@abramsonbrooks.com](mailto:jbrooks@abramsonbrooks.com); Holtzer, Gary <[gary.holtzer@weil.com](mailto:gary.holtzer@weil.com)>; Goren, Matthew <[matthew.goren@weil.com](mailto:matthew.goren@weil.com)>; EvergreenRxWeilAssociates <[EvergreenRxWeilAssociates@weil.com](mailto:EvergreenRxWeilAssociates@weil.com)>

**Subject:** RE: All Year

Are you available at either 11:30 or 1:00 today to discuss?

<image002.jpg>

**Jacqueline Marcus**

Weil, Gotshal & Manges LLP  
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New York, NY 10153  
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+1 917-658-6209 Mobile

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**From:** Schreiber, Carey <[CSchreiber@winston.com](mailto:CSchreiber@winston.com)>

**Sent:** Wednesday, May 4, 2022 8:53 PM

To: Marcus, Jacqueline <[jacqueline.marcus@weil.com](mailto:jacqueline.marcus@weil.com)>

Cc: [jbrooks@abramsonbrooks.com](mailto:jbrooks@abramsonbrooks.com); Holtzer, Gary <[gary.holtzer@weil.com](mailto:gary.holtzer@weil.com)>; Goren, Matthew  
<[matthew.goren@weil.com](mailto:matthew.goren@weil.com)>; EvergreenRxWeilAssociates <[EvergreenRxWeilAssociates@weil.com](mailto:EvergreenRxWeilAssociates@weil.com)>

Subject: All Year

Jackie,

Hope all is well. As contemplated in the Bid Protection Motion, Dkt. No. 66 (the “Motion”) and Order approving the Motion, Dkt. No. 85, Zelig Weiss is considering submitting a proposal for an Alternative Transaction (as defined in the Motion) that represents a higher or better offer and would like access to the following:

- (i) all diligence information, including access to the virtual data room, due diligence library, comprehensive offering memorandum, detailed, financial information, and property-level information regarding real estate taxes, income, and expenses, in each case referred to in the Motion, that was provided by the Debtor and its professionals to potential third-party investors who previously participated in the Marketing Process,
- (ii) any additional diligence information that has been generated to date of the same type as in (i) above; and
- (iii) the schedules to the Investment Agreement attached as Exhibit A to the Motion.

Mr. Weiss reserves his right to seek additional information and diligence, including site visits of the Company’s properties, and discussions with among others, the Parent Debtor, to, among other things, ask diligence questions, discuss potential deal structures, and obtain assistance in formulating a bid.

Are you available tomorrow to discuss how best to facilitate? I can make myself available from 10:30-1:30, or 3:30-6.

Regards,  
Carey

**Carey D. Schreiber**

**Partner**

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